

RECORDATION NO. 27323 - ^AFILED

DEC 28 '07 -12 30 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 28, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of December 28, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 27323.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity Rail Leasing Trust II
2525 Stemmons Freeway
Dallas, Texas 75207

Assignee: TLP Rail Trust I
by Wilmington Trust Company, not in its
individual capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

Mr. Vernon A. Williams
December 28, 2007
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A description of the railroad equipment covered by the enclosed document is:

100 triple hopper railcars:

TILX 516753 – TILX 516817
TILX 516868 – TILX 516902

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on December 28, 2007 by and between Trinity Rail Leasing Trust II, a Delaware statutory trust (as assignee of Trinity Industries Leasing Company) (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of December 28, 2007, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of those certain railroad car leases as listed on Exhibit A attached hereto.

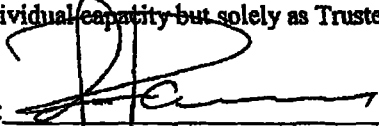
This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 

Name: Jose Paredes
Title: Assistant Vice President

TRINITY RAIL LEASING TRUST II

By: _____

Name: _____

Title: _____

Executed on this 28th day of December, 2007

Executed on this ____ day of _____, 2007

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name:
Title:

TRINITY RAIL LEASING TRUST II

By: Thomas C. Jardine
Name: Thomas C. Jardine
Title: Vice President

Executed on this ____ day of _____, 2007

Executed on this 28th day of December, 2007

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 28th day of December, 2007, before a Notary Public in and for said County and State, personally appeared Jose Parades, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on December 28, 2007 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: _____
Notary Public

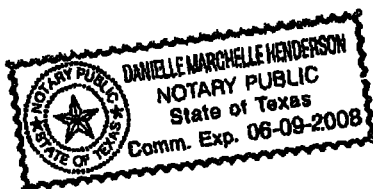
My Commission Expires:
Residing in JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm. Expires March 28, 2011

[Memorandum of Assignment and Assumption Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 28th day of December, 2007, before a Notary Public in and for said County and State, personally appeared Thomas C. Jardine, who being by me duly sworn, says that (s)he is the Vice President of Trinity Rail Leasing Trust II, that said instrument was signed on December 28, 2007 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Danielle Henderson
Name: Danielle M. Henderson
Notary Public

My Commission Expires: 6/9/08
Residing in Cedar Hill TX

EXHIBIT A

Fifty (50) units identified with marks TILX 192620 – TILX 192629, TILX 193146 - TILX 193149, TILX 197935 – TILX 197944, TILX 199610 – TILX 199635 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated November 23, 2005 between Trinity Rail Leasing Trust II (as assignee of Trinity Industries Leasing Company) and Noble Americas Corp.

One Hundred (100) units identified with marks TILX 516753 – TILX 516817 and TILX 516868 – TILX 516902 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated April 28, 2006 between Trinity Rail Leasing Trust II (as assignee of Trinity Industries Leasing Company) and Midwest Agri-Commodities Company, as amended by Amendment No. 1 to Rider One (1) effective April 28, 2006.

Fifteen (15) units identified with marks TILX 270453 – TILX 270467 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated January 25, 2005 between Trinity Rail Leasing Trust II (as assignee of Trinity Industries Leasing Company) and CYRO Industries.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/28/07



Robert W. Alvord